

HM #26 "Council of Evil," PT 2  
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*<we do a brief Re-Cap of events from part one.>>>*  
**Previously on He-Man:**

MAN AT ARMS

The state of high alert is no longer in force ... You are to immediately report to your hometowns and villages for a well-earned leave.

SKELETOR

And so they scatter... now go conquer!

GIANT #2

What about that "He-Man?"

GIANT #1

Yeah. You know he's gonna try and rescue this pals.

SKELETOR

Oh, I'm counting on it.

**FADE IN:**

**EXT. FOREST - DAY**

HE-MAN - crouched low, hair blowing, a determined look on his face, galloping Battle Cat thru the forest!

HIGH ANGLE - DOOMSEEKER hovers by the treetops.

**INT. SNAKE MOUNTAIN - CONT.**

MATCHING: ON HE-MAN riding.

SKELETOR (VO)

He-Man, coming to rescue his accursed Masters.

PULL BACK TO SKELETOR - watching this on a Doomseeker Screen.

SKELETOR (CONT'D)

How noble. How brave. How utterly predictable.

**INT. SNAKE MOUNTAIN DUNGEON CELL - CONT.**

MAA and STRATOS react to an IMPACT SOUND from an adjoining cell, followed by A CLANKING OF OS CELL DOOR. <<<NOTE: STRATOS and MAA share the cell with RAM MAN & ROBOTO. They're all bound by chains <<and snakes, ETC>> though their bindings allow them a bit of wiggle room to move a few feet.>> Roboto is in a unique shackle, designed to confine and contain his robotic self -- coiled energy "wreaths" around his torso?>

SYCLONE(OS)

Ommph!

STRATOS hurries over and looks thru a small opening into an adjoining cell -- reports on what he sees.

STRATOS

Syclone. <turning to MAA>  
(bitterly) Skeletor's new evil enforcers have done their job well.

MAA nods his head grimly, thinking.

MAN AT ARMS

That leaves only Teela...(softer,  
hopeful) -- and Adam.

ON ROBOTO - scanning, head pivoting side to side.

ROBOTO

Correction. I detect no sign of Mekanek.

RAM MAN crosses to them, with optimistic smile.

RAM MAN

Betcha ol' stretch neck got away &  
is workin' on a plan to bust us  
free!

ON MAA - he frowns, thoughtfully.

MAN AT ARMS

Or perhaps he *tried* to get away  
and-

MAA shakes his head, not willing to complete the thought.

ON RAM MAN - realizing the dire implication.

RAM MAN

Oh.

**EXT. DARK HEMISPHERE - CONT.**

HE-MAN riding BATTLECAT -- racing across rocky, magma spewing terrain -- towards SNAKE MOUNTAIN, which can be seen in the distance. He pulls to a halt as he hears a muffled cry.

MEKANEK (OS)  
<muffled cries>

HE-MAN looks around and sees...

HE-MAN POV - SEVERAL YARDS AWAY - ANGLE PAST ROCK FORMATIONS and/or TREES - to see MEKANEK atop a weird Eternian rocky formation (or tree), his neck distended. He's bound there by vines, which are tight around him. Other vines are around his mouth, allowing him to only make muffled sounds.

OTS MEKANEK - As HE-MAN - some 30 yards away, rides up on BattleCat towards where MEKANEK is bound.

HE-MAN  
(calls) Mekanek!

ON MEKANEK - eyes wide, struggling to speak, shakes his head "no", as if trying to warn He-Man.

MEKANEK  
<muffled exhortations>

HE-MAN realizing something's not right, stops. (he's surrounded by trees or tall rock formations) A THUNDERING FOOTSTEP is heard from behind He-Man - as a shadow falls.

CLOSE ON HE-MAN - he spins, sword at the ready, but too late.

REVEAL GIANT #1 - who WHOMPS at CAMERA with his BATTLE MACE.

HE-MAN (OS)  
Unffff...

HE-MAN goes flying backward...end-over-end --

HE-MAN POV - flying straight towards Giants #2 & #3 standing in wait, clubs pulled back like batters awaiting a pitch.

ANGLE - THE GIANTS both WHOMP He-Man in unison -- so he goes flying backwards in a different direction.

HE-MAN (CONT'D)  
Unnnnffff!

HE-MAN - flying end-over-end towards a tree -- does a cool maneuver so he hits the tree with his coiled legs....

WIDEN - ... & somersaults into a standing position -- his sword at the ready.

HE-MAN (CONT'D)  
Let's try that again, shall we?

ANGLE - THE 3 GIANTS scowl, Giant #1 CHARGES at He-Man.

HE-MAN does a COOL MOVE - somersaults thru the air and WHOMPS the Giant in the gut with his feet...

GIANT #1 goes reeling backwards...as GIANT #2 charges He-Man.

HE-MAN leaps up and OS...

GIANT #2 looks around confused...turns -- where'd He-Man go?

WIDEN ANGLE TO REVEAL - HE-MAN hanging from a thick limb of a tall tree behind GIANT #2.

GIANT #3 sees this and charges.

HE-MAN swings gymnast style around the thick branch and as GIANT #2 turns, HE-MAN kicks him in the chest...so he's hurtled backwards...

ANGLE - ...WHOMPING GIANT #3 in the gut and sending both Giants tumbling backwards.

GIANT #2 AND #3  
<impact GRUNTS>

HE-MAN - drops to the ground, gets a momentary look of satisfaction.

HE-MAN  
(cocky) The bigger they are...

Suddenly, GIANT #1 blindsides He-Man with his mace, knocking He-Man for a loop, so he goes flying & hits the ground hard.

HE-MAN (CONT'D)  
<2 IMPACT grunts> (pained)...the  
harder they hit.

THE 3 GIANTS are all in a horizontal line & charging at him.

He-Man thinks fast, rolls to a large tree (or vertical rock formation)\_ grabs it around its trunk and RIPS IT from the ground...and hurls it horizontally.

THE 3 GIANTS all get whomped in the gut by the hurled projectile....and go sprawling back, the projectile landing on them, so they're pinned.

3 GIANTS  
<unison impact>

HE-MAN now gets up and sets his sights on freeing Mekanek, when...suddenly, huge vines spring up from the ground and snake around him. He-Man REACTS surprised.

BATTLECAT comes running into scene -- growling at the vines...but other vines suddenly snake up and drag the big cat down to the ground helpless. <surprised ROARS>

HE-MAN struggles mightily against the constricting, snaking vines...which slither around him and pull him to his knees -  
-

WIDER - He-Man struggles more -- but more vines creep up around him. He's pulled down onto his back...ensnared by the vines in an ever-tightening cocoon.

EVIL SEED - comes "sprouting" up out of ground. He-Man sees him, eyes widening in surprise.

HE-MAN  
(struggling) Evil Seed...!

ANGLE- EVIL SEED smirks at He-Man's struggles.

EVIL SEED  
Human muscle versus the power of  
the vine! (smug) Is there any doubt  
which is superior?

HE-MAN - on the ground - struggles fiercely to break the bonds of the vines. He flexes his mighty muscles.

HE-MAN  
<straining> Here's...your answer...

A FEW VINE STRANDS start to break. <THRAK, RIP> EVILSEED'S eyes widen, stunned by the display of strength.

WIDE ON HE-MAN - Suddenly, a magic blast of energy shoots out...wipes over the vines, imbuing them so they glow with evil energy -- fortifying them.

PAN TO COUNT MARZO - stop a boulder, holding his glowing amulet & looking down, smirking at Evil-Seed.

MARZO  
(smug) Magic is superior to all.

CLOSER- HE-MAN struggles harder against the glowing vines...but is unable to break them now....they're obviously many more times stronger now.

**INT. SNAKE MOUNTAIN DUNGEON - SOON**

CLOSE ON ROBOTO - as he pivots his head.

ROBOTO  
I am glad to be of service, Man at Arms.

MAN AT ARMS (OS)  
Just hold still.

WIDEN TO MAA - as we reveal he's got the back of Roboto's head open, has pulled out some circuitry (it dangles out the back of roboto's head) & is patching it together to make a makeshift comm unit. He then speaks into it in urgent tones.

MAN AT ARMS  
Teela...can you read me? Teela?

**INT. MAA'S WORKSHOP - SAME TIME**

ORKO is there -- he REACTS to hear the comm unit. Crosses to it. Looks for a button to push, tries a few.

MAN AT ARMS (VO)  
(urgent tones) Teela...

MAN AT ARMS  
  
Teela...can you read me? Teela?

ORKO hits the right button.

ORKO  
Uh, Teela's not here at the moment.  
Who's this?

MAN AT ARMS (VO)  
Orko!

ORKO

(puzzled) Orko? I'm Orko.

**INT. SNAKE MOUNTAIN DUNGEON - CONT.**

MAA frowns, keeps up his covert urgent communication.

MAN AT ARMS

It's Man At Arms, Orko. Tell Teela  
that the Masters and I are locked  
up in Skeletor's dungeon--

A HAVOC BLAST zips in and BLASTS MAA's makeshift comm  
device. <Roboto is unhurt by this.>

SKELETOR (OS)

Naughty naughty.

**INT. MAA'S WORKSHOP - CONT.**

ORKO looks at the device. It goes staticy. ORKO taps on  
it.

ORKO

Uh, Man At Arms? Hel-lo?

**INT. SNAKE MOUNTAIN DUNGEON - SAME TIME**

UP ANGLE ON SKELETOR - at the barred ceiling grating of the  
cell. <NOTE: there's walkway above the cells, like in movie  
"Spartacus," so that prisoners can be watched from above.>

SKELETOR

(chiding) Man At Arms, one more act  
of disobedience, I'll have to take  
away your privileges.

CLOSER ON SKELETOR - coy, sinister.

SKELETOR

Oh, wait...you have no privileges.  
<evil chuckles>

MAA tightens his jaw.

SKELETOR looks to the side, OS and smiles -- then points his  
Havoc Staff, which springs open a barred "TRAPDOOR" on the  
top of the cage-like cell.

SKELETOR

Ah.

EVIL SEED enters shot, dragging MEKANEK -- who's bound by  
EvilSeed's viny tentacles, slumped and nearly unconscious.

EVIL SEED  
This one has served his purpose.

EvilSeed lifts Mekanek over the open trapdoor, then drop him downwards PAST CAMERA -- so he hits the floor of the cell.

MEKANEK (OS)  
Unnnfff!

RAM MAN looks at the fallen MEKANEK, distraught.

**INT. MAA'S WORKSHOP - SAME TIME**

TEELA enters the door, then REACTS to what OS Orko is doing:

TEELA  
Prisoners are all accounted f-  
(reacts puzzled) What are you  
doing?

TEELA sees ORKO - banging the comm unit against a table.  
ORKO shrugs, sheepish, indicates the staticy comm unit.

ORKO  
Uh, guess who called?

**INT. SNAKE MOUNTAIN DUNGEON - SAME TIME**

ON MAA - he looks down concerned at MEKANEK, who is dazed, lying on the floor of the cell...He stirs, looks up at MAA.

MEKANEK  
(dazed, pained) They got He-Man...

MAA shakes his head, grim. This is bad news. Then he hears the rattling of FOOTSTEPS, and looks up.

Skel calls down from above them.

SKELETOR (OS)  
Oh, Man At Arms?

FAVOR MAA - as he looks up. STRATOS & RAM MAN are beside him.

UP ANGLE ON SKELETOR - dramatic, sinister.

SKELETOR  
You're perhaps wondering why you  
and your cohorts are still alive.



Rest assured -- it is only a  
temporary condition.

OTS SKELETOR - looking down at Masters thru barred ceiling.

SKELETOR  
I've decided to allow you to live  
just long enough to bear witness to  
my greatest achievement --

CLOSE ON SKELETOR - reveling in his evil glory.

SKELETOR  
The conquest of Castle Grayskull  
and the ultimate power that lies  
within!

A CRACK OF THUNDER is heard!

SMASH CUT TO:

**EXT. GRAYSKULL - DAY**

WIDE - Thunder CRACKS. Lightning shoots down. We see a  
solitary figure gazing out a window, eerily rim lighted by  
the flash of lightning. The SORCERESS.

**INT. CASTLE GRAYSKULL - CONT.**

SORCERESS gazes out the window. Her mood is grim. The  
atmosphere is chilling. Thunder and lightening crack.

SORCERESS  
He-Man...hear me, you're needed.

**EXT. DARK HEMISPHERE - SAME TIME**

HE-MAN - is trapped and bound by the vines that glow with  
mystical energy. He struggles vainly.

CLOSER - as he struggles, the vines constrict ever tighter.  
ON HE-MAN'S struggling and his helpless plight, we...

**END ACT ONE**

**ACT TWO**

**INT. HALLWAY, SNAKE MOUNTAIN - SOON**

OTS MARZO - as he heads down a tunnel-like hallway --

NEW ANGLE - Marzo approaching a door.

CLOSE - MARZO facing CAMERA, as he opens a door.

**INT. COUNCIL ROOM - CONT.**

REVERSE - REVEAL the cool chamber room. SKELETOR stands there, scowling.

SKELETOR  
I don't enjoy being kept waiting,  
Marzo.

MARZO - enters the room, uncowed by Skeletor.

MARZO  
The Faceless One wasn't about to  
give up the Ram Stone without a  
fight.

SKELETOR starts to get angry, but then MARZO smiles slyly,  
and reveals that he holds: the RAM STONE.

MARZO  
A fight he lost.

SKELETOR - beams at the Ram Stone, as CAMERA PANS TO A  
CREVICE IN THE CORNER OF THE ROOM - PUSH IN...

FROM INSIDE CREVICE - looking out to the room. OTS KOBRA  
KHAN (though we keep him shadowy) spying on the proceedings.  
PAN THE COUNCIL gathered around the room. The Giants, Marzo,  
Evil Seed, Webstor, end on SKELETOR who smiles evilly.

SKELETOR  
Then it is time to move on  
Grayskull.

KOBRA KHAN  
(sotto) Interesting.

BACK ON SCENE - SKELETOR addresses the 3 giants.

SKELETOR  
You three -- ready the steeds.

CLOSE ON SKELETOR - coming towards CAMERA, as in the b.g.  
the GIANTS start heading out & GIANT #1 asides to the other  
two.

GIANT #1  
Pushy, isn't he?

SKELETOR stops short at hearing this.

ON GIANTS - at the door -- they're suddenly zapped by a HAVOC BLAST...and fall to their knees in pain. SKELETOR enters shot and glares at them, havoc staff still smoking.

SKELETOR  
You are aware that I sacrificed my  
evil warriors without a second  
thought?

ON GIANTS - on their knees, they nod nervously.

CLOSE ON SKELETOR - smiling with great menace.

SKELETOR  
(big sinister smile) And then I  
*liked*. <VAR: I *liked* them.>

ON GIANTS looking cowed. They get up, nervously bow and start to exit.

**INT. ETERNIA PRISON- SAME TIME**

EVIL-LYN looks out thru the bars of her cell. Sees a CONTROL CONSOLE (WALL PANEL?) with a SWITCH, far out of reach...then ADJUST as EVIL-LYN gets an idea -- eyes Whiplash.

EVIL-LYN  
Hmm...(to Whiplash) Perhaps you  
could put that tail of yours to  
some good use.

WHIPLASH sees where she's looking, brightens at the idea.  
<NOTE: Though he's in energy shackles, his tail can move.>

WHIPLASH  
Why didn't I think of that?

EVIL-LYN  
(acid smile)  
Because you're stupid?

WHIPLASH shoots her a look. Then he starts to snake his tail out thru the bars...

ANGLE OUTSIDE CELL - but as his tail extends about a foot out....it triggers some sort of electric eye security DEVICE that sends out a LASER BLAST -- that zaps his tail.

WHIPLASH  
Yeeeough!

WHIPLASH quickly pulls his tail back into the cell, pained, rubs its scorched tip. (maybe blows on it) ADJUST TO EVIL-LYN scowling, frustrated.

BEASTMAN moves forward, cocky..

BEASTMAN  
Time to call in some of my boys.

**EXT. FOREST - SOON**

HIGH ANGLE - TEELA - comes whooshing over the treetops on her Sky Sled -- towards CAMERA. We see ORKO several yards behind, trying to keep up. As Teela swoops past CAMERA, the camera pivots to OTS TEELA swooping away.

**EXT. DARK HEMISPHERE - SAME TIME**

HE-MAN trapped - struggling against the magic-imbued vines. <NOTE: His sword lies a few feet away.> <It should be clear that the magic solidified the vines, so that they've stopped constricting>>>

SORCERESS (VO)  
You must get free, He-Man!

HE-MAN  
(struggling) I couldn't..agree  
more. Vines...too tight...

HE-MAN struggling, frustrated against the tight vines.

SORCERESS (VO)  
Perhaps Prince Adam could be of  
some assistance.

CLOSE ON HE-MAN - puzzled, then realizing. Eyes his sword, moves his hand as best he can, extending his fingers...

CLOSER- HIS FINGERS extended towards his SWORD. He calls out:

HE MAN  
Let the power return!

ANGLE - FOR THE FIRST TIME, we see a REVERSE TRANSFORMATION: Dazzling FX as "sparks" jump from fingertips to sword, then HUGE FLASH OF FX...as the "the Power Returns."

ON BATTLECAT - as he too is zapped by a big flash, reverse transformation.

REVEAL - ADAM - The vines are now somewhat slack around him. The smaller Adam is able to wriggle free and escape.

PAN TO CRINGER - now back to his regular size, he gets free of the vines.

ADAM picks up his sword. CRINGER comes over and mews.

ADAM  
Sorry, Cringer. But you're gonna  
have to become BattleCat again.  
He-Man is needed.

As ADAM raises his sword, and starts to invoke his transformation, but as CRINGER mews more insistently, up at the sky...Adam turns and looks.

ADAM  
By the power of--<turns and sees>

TEELA zipping in on her sky sled. She draws nearer, sees him. ORKO is flying in behind her.

TEELA  
(calls)  
Adam! Am I glad I found you.

CLOSE ON ADAM - sottos, frustrated to himself, as he lowers his sword.

ADAM  
(sotto) Yeah, real good timing.  
(aloud) Uh yeah me too.

ORKO flying in, kid-like frantic.

ORKO  
Skeletor's got all the Masters  
locked up in creepy Snake Mountain!

ADAM reacts - stunned.

ADAM  
What?!

TEELA swoops in, yanks Adam onto her Sky Sled.

TEELA  
Come on! We've got to free them.

ADAM - needing to get away to become He-Man.

ADAM

But, uh, we need He-Man--

TEELA starts flying the Sky Sled away, swoops past Orko.

TEELA

No time. The Masters lives could be in danger.(calls) Orko, try and find He-Man, tell him what's going on!

ON ORKO - salutes crisply, as the Sky Sled zooms off.

ORKO

Right! (then, realizing) Huh? But Adam *is* He-Man...

ON CRINGER - he shrugs up at Orko, then he reacts to something else flying in from behind.

A DOOMSEEKER - flying past, on the trail of the Sky Sled.

CRINGER - reacts alarmed. Considers running off in fear, then gathers himself & lopes off in pursuit of the doomseeker.

ON ORKO - seeing Cringer run off.

ORKO

Hey, where ya going?

**INT. COUNCIL ROOM - SAME TIME**

GIANTS enter the door -- they're now bowing.

GIANT #3

Your steeds are ready, oh great Skeletor.

REVERSE ON SKELETOR - on his council room throne (or whatever he's perched on). PANTHOR is beside him.

SKELETOR

Excellent.

Suddenly a DOOMSEEKER flies in the window. Urgently beeps. SKELETOR - eyes it, testily.

SKELETOR

Well?

THE DOOMSEEKER - starts to "project". SKELETOR observes something on the mostly OS DOOMSEEKER SCREEN. We don't yet see what. EVIL SEED slithers over to SKELETOR.

EVILSEED  
What is it?

ANGLE - so that we now see the Doomseeker Screen: ADAM and TEELA flying along, heading towards Snake Mountain.

SKELETOR  
Insects.

WEBSTOR - fast click-clacks as he skitters across the ceiling, then lowers into frame by a spiderlike thread, gleefully sinister.

WEBSTOR  
Sounds like my department.

SKELETOR - nods, smiling sinisterly.

SKELETOR  
Indeed.

**EXT. DARK HEMISPHERE- SAME TIME**

WIDE - ADAM and TEELA - on the sly sled, flying over rocky, inhospitable terrain. Heading towards Snake Mountain, looming ominously and dramatically in the distance.

FAVOR TEELA- piloting. Her eyes are looking this way and that, cautiously, nerves on end.

TEELA  
Keep your eyes peeled. We're in  
Skeletor's backyard.

CLOSE ON ADAM - he suddenly lets out a pained grunt.

ADAM  
<pained GRUNT>

TEELA - worried.

IN MIST - TEELA flying, eyes peeled, visibility difficult.

OTS TEELA - They suddenly emerge out of the mist...to reveal ...they're heading straight for THE THREE GIANTS - looming, clubs in hand. Giants spot them and smile evilly.

TEELA reacts alarmed. GIANT #1 hurls a massive club. TEELA veers the Sky Sled to avoid the deadly, huge club.

NEW ANGLE - as Teela veers the sled...another Club comes whooshing in, just barely missing the sled.

WIDE ON HILLY, CAVED AREA - Teela veers the Sky Sled towards a rocky hillside that's full of caves. <<NOTE: SNAKE MOUNTAIN looms, maybe 50 yards away>>>

CLOSER - TEELA flies the sled into a LARGE CAVE.

**INT. CAVE - CONT.**

TEELA hurriedly lands the Sky Sled deep inside the dark and shadowy cave. They both leap off, pull out their weapons.

TEELA  
(apprehensive) What now?

ADAM  
What now? You landed in the cave. I thought you had a plan.

TEELA  
That *was* my plan.

FAVOR TEELA - as she & Adam face the entrance of the cave apprehensive, weapons at the ready. GIANT footsteps heard OS.

GIANT #1 (OS)  
Spread out. They're in one of these caves.

TEELA  
(faint hope)  
He-Man will show. I know he will.

As FOOTSTEPS draw nearer, ADAM urgently realizes he's gotta make a decision...looks at his sword, then at Teela.

ADAM  
Teela. I've...got something to tell you...

TEELA gives him an expectant look, as we...

**END ACT TWO**

**ACT THREE**

**INT. CAVE - CONT.**

CLOSE ON ADAM and TEELA as we hear OS GIANT footsteps drawing nearer.



ADAM seems like he's about to confess his big secret.

ADAM  
Teela, I'm...uh--

ON TEELA - expectant, puzzled. A beat.

Suddenly, a thick spider thread SHOOTS down and WHIPS ADAM'S sword away and upwards, as we hear OS cackling:

ADAM  
Wha--?

WEBSTOR (OS)  
<cackling>

DOWN ANGLE - Adam looks up & is about to grab his sword--dangling a few feet above him.

ON TEELA - as suddenly several gloppy strands shoot down.

TEELA  
<GASP!> Adam!

WIDEN - ADAM forgets about his sword, reacts to Teela's plight. She's getting pulled upwards into the dark shadows above. He reaches for her outstretched hand.

CLOSE ON THE HANDS - they try valiantly to hold onto each other, but their grip gets weaker and fingers disengage, as TEELA is yanked up and OS.

ADAM  
Teela!

UP ANGLE ON TEELA - being whipped upwards into the darkness.

ADAM gets resolute urgent look & tries to reach for his sword which is suspended/dangling above him. He can't.

WIDEN - ADAM desperately looks around, snaps off a thick branch growing from the cave walls.

ADAM swings the branch at the dangling sword.

ON SWORD - It's knocked loose of the stringy web strand and falls...

THE SWORD bangs against the wall, then bounces off it...

ADAM tries to nab it -- can't.

THE SWORD falls...downward into a narrow crevice....

ADAM - reacts distraught.

**INT. SNAKE MOUNTAIN DUNGEON - SAME TIME**

MAA hears an echoey CLANKING SOUND -- crosses to a small opening high on rear wall of the dungeon cell & peers out.

POV - Maybe 30 yards way, the POWER SWORD comes tumbling down the mountain cliff, magic sparks shooting off it.

ON MAA - and his grim expression.

MAN AT ARMS  
(sotto) Adam's power sword.

**INT. CAVE- CONT.**

ADAM kneels, trying to look down the crevice the sword fell down. Suddenly a HUGE SHADOW falls over him.

REVEAL - the GIANTS at the opening of the cave. They have to duck and crouch to enter.

NEW ANGLE - ADAM looks around desperately -- sees a narrow opening at the back of the cave. He rushes for it.

THE GIANTS give chase, but stop when they realize they can't get thru the narrow opening.

**EXT. SHEER CLIFF - CONT.**

ADAM squeezes thru the crevice/cavity to find he's on a ledge of a sheer towering cliff.

CLOSE ON ADAM - he looks down and GASPS.

OTS ADAM - a huge drop -- maybe ten stories, leading down to perilous rocky crags and sizzling magma pools.

ADAM looks back towards the opening he climbed out of. A GIANT'S HAND is reaching through, menacingly groping, as rocks crumble around it.

ADAM starts to make his way along the perilous ledge, trying to reach an area that is wider.

CLOSER - ADAM making his way along the narrow ledge...when suddenly a few small rocks skid down past him from above.

ADAM looks up to see: WEBSTOR - moving quick and spiderlike, down the sheer cliff above, towards Adam.

ADAM - alarmed tries to keep moving towards the wider ledge. Suddenly, a few spider strands shoot down and envelope Adam.

ADAM struggles to rip the spider strands off of him.

ON ADAM'S FEET - as he struggles, the narrow ledge below him starts to crumble.

WIDER - the ledge crumbles & Adam goes falling about 20 yards....when he's suddenly yanked to a halt by the spider strands around him.

WEBSTOR - perched effortlessly on the sheer cliff, delights in Adam dangling below him. Webstor starts reeling in his spider strand.

ADAM helpless in the strands, is pulled upwards a few yards.

WEBSTOR suddenly stops pulling Adam up, gets sinister smile.

WEBSTOR  
Oh, why bother?

He uses his razor sharp mouth (pincer?) & snips the strands.

ON ADAM - he goes falling down the sheer cliff.

ADAM  
<falling YELL>

**EXT. ROCKY AREA -CONT.**

LOW ANGLE - ADAM smashes down onto the rocky ground. Magma pools nearby. He lies there, not moving.

TILT UP - to WEBSTOR looking down -- it's a long drop.

WEBSTOR  
<spider cackles>

**EXT. ETERNIA PRISON COMPOUND - SAME TIME**

TWO ROBO-GUARDS stand out front the massive vaulted entrance.

TILT DOWN - as a SMALL LIZARD (like the one from snake pit) slithers by and into the compound, unnoticed by Robo-Guards.

**INT. PRISON - CONT.**

ON BEASTMAN - growling, calling out from his cell.

BEASTMAN

<calling growls>

He waits to hear something in response, gets none.

EVIL-LYN looks at BEASTMAN impatiently. He scowls at her.

BEASTMAN

Just you wait. One of my beast  
pals'll show up any time.

BEASTMAN - hears something skittering thru a crevice. He  
REACTS with big proud smile.

BEASTMAN

See? What'd I--

BEASTMAN then looks puzzled at what he sees:

REVEAL - the LIZARD as it skitters in thru a crevice and  
skitters over to a SWITCH by the console.

BEASTMAN (OS)

Hey, that's no pal of mine.

THE LIZARD flicks the switch.

WIDE - THE HUGE VAULT opens -- light pouring in.  
Silhouetted there: two SNAKE MEN FIGURES. (Kobra Khan &  
Rattlor)

ON EVIL-LYN - she reacts shocked, alarmed.

ANGLE - KHAN & RATTLOR step in, holding the busted circuitry  
of the robo-guards, which they toss to the ground. CLANK.

KHAN - eyes the imprisoned Warriors with a snake-like smile.

ON EVIL WARRIORS - (Evil-Lyn and Beastman, a few others in  
other cells) shocked and stunned.

KHAN - slithers towards the cell door, stops,  
realizing...turns and SHOOTS OUT VENOM with his mouth.

THE VENOM hits the ELECTRIC EYE SECURITY DEVICE - burns it  
like acid.

KOBRA - smirking evilly, comes towards the Warriors cells.  
RATTLOR stays in the b.g.

EVIL-LYN

(cautious) Get us out of here, you  
can name your price.

CLOSE ON KHAN - evil wheels are turning.

KOBRA KHAN  
An intriguing offer.

**EXT. ROCKY AREA - SAME TIME**

ADAM - lying there, unconscious. WIDEN TO REVEAL - CRINGER next to him, trying to nudge him awake. Then, we hear:

SORCERESS <VO>  
Prince Adam...Grayskull is in grave  
danger. He-Man is needed.

ADAM stirs a bit, holding his head, mumbling as he tries to look around..

ADAM  
(half-conscious) My sword...

SORCERESS <VO>,  
You must recover it before it is  
too late. Until then, I shall do  
what I can to protect Grayskull.

ADAM mumbles, half-conscious, as CRINGER listens, puzzled.

ADAM  
(half-conscious) Grayskull...  
Uhhh...

ADAM passes out again. CRINGER looks off into the distance, then looks at Adam, gets a determined look.

ANGLE - Cringer grabs Adam by the scruff of neck and flips Adam up onto his back (as best he can). ADJUST ANGLE - to OTS CRINGER racing off, Adam on his back, towards Grayskull.

**INT. SNAKE MOUNTAIN DUNGEON - SAME TIME**

TEELA is now in the dungeon, on the floor of the cell, looking battered and tattered. WIDEN TO MAA kneeling over her, using a makeshift bandage to bind a wound on her bicep.

TEELA  
...and then I got grabbed and--  
well, you know the rest.

MAA - nodding. TILT UP TO STRATOS - standing there..

STRATOS  
And Prince Adam?

TEELA shakes her head.

TEELA  
I don't know. But without his  
sword, he doesn't stand much of a  
chance.

CLOSE ON MAA - nodding. He knows that Teela's words are  
more telling than she suspects.

RAM MAN - as they hear A HUGE UNDULATING DOWNDRAFT OF WIND.  
He looks up.

RAM MAN  
What *is* that?

ON STRATOS - looking up -- he knows what it is. Frowns.

STRATOS  
Griffin wings.

**EXT. DARK HEMISPHERE - CONT.**

A GRIFFIN is seen in CU -- then...

PULL BACK TO REVEAL - Skeletor atop the griffin, leading the  
battalion of the Council of Evil. Flying towards camera,  
away from Snake Mountain which is seen in the b.g.

WEBSTOR - clinging spiderlike to the bottom side of a  
TERRORDACTYL, as it flies in above SKELETOR.

WEBSTOR  
(calls, above the din)  
So Skeletor, what exactly is this  
"ultimate power" that lies inside  
Grayskull?

SKELETOR'S eyes are fixed up ahead -- intent on his prize.

SKELETOR  
That's for me to know, and you to  
obey orders.

MARZO - flies in on a Terrordactyl abreast Skeletor.

MARZO  
(greedy) But you *did* say there  
would be something in it for us.

ON SKELETOR - smiling coyly.

SKELETOR

*If I decide to share.*

FLYING - MARZO scowls.

SKELETOR points his staff at Marzo and the Ram Stone is levitated from Marzo's pocket, or pouch. The Ram Stone hurtles magically, flying up into the sky above and in front of them, even as they keep flying.

HIGH ANGLE - SKELETOR shoots a magic blast from his Havoc Staff at the hovering Ram Stone...a BLINDING BLAST of energy is emitted from it.

FLYING - GIANTS, WEBSTOR and EVIL SEED all shield their eyes, as we hear Skeletor intone (as in Ep. 7, "Lessons">

SKELETOR (OS)  
VIR, BA-TOK, AH-TRAH!

HIGH ANGLE ON RAM STONE - a BLAST OF FANTASTIC MAGIC shoots from the Ram Stone, towards OS GRAYSKULL in the distance.

OTS SKELETOR - as the blast of magic shoots across the landscape like a comet of evil energy!

SKELETOR  
<evil cackling>

**INT. GRAYSKULL - CRYSTAL CHAMBER - CONT.**

CLOSE ON SORCERESS - looking down at something, then WIDEN TO REVEAL she's in the Crystal Chamber -- standing on a pedestal, looking down at the Orb of Power.

SORCERESS  
Elders. I once again must call  
under your power to...

SORCERESS senses something. She looks OS, her eyes widen...

SORCERESS  
No.

**EXT. GRAYSKULL -DAY**

It's blasted by the MAGIC ENERGY sent out by the RAM STONE.

**INT. CRYSTAL CHAMBER -CONT.**

WIDE - The Sorceress watches horrified as EVIL RAM MAGIC cascades and smashes thru the Crystal Chamber -- its blinding flashes ricocheting off walls and pedestals ...

SORCERESS transforms into ZOAR & tries to fly up out of the chamber...but then a ricochet blast of energy STRIKES her....

ZOAR struggles against the evil energy, but is overwhelmed. Like a bird struck down in flight, she goes tumbling.

ZOAR/SORCERESS  
<struggling CRIES> <falling CRY>

ZOAR - falls down into the bottomless darkness. <NOTE: the abyss that the Power Sword rose out of in Episode 2.>

**EXT. FOREST NEAR GRAYSKULL - SAME TIME**

CRINGER races out of the forest, Adam on his back -- then suddenly halts and rears back at STROBED ENERGY reflected at him. Adam slides off his back.

REVEAL - Grayskull is strobing with evil energy.

ADAM comes to - as strobing FX continues. He looks OS:

ADAM sees it: Castle Grayskull strobing with evil energy.

ADAM - looks worried, fights off his daze and gets up. Then he sees something off in the distance.

ANGLE ON - A DARK CLOUD approaching.

CLOSE ON ADAM - with dread. He knows what the cloud is.

ADAM  
(to self) Skeletor.

ADAM runs OS, towards Grayskull.

ADAM  
(urgent, to self) Okay, Sorceress,  
I'll distract him, you do the rest.

**INTERCUT - INT. GRAYSKULL** - ZOAR tumbling lifelessly into the abyss inside Grayskull.

**EXT. GRAYSKULL - SOON**

ADAM races up to edge of the cliff that stands closest to Grayskull. The abyss between himself & the Castle. He looks:

IN THE DISTANCE - SKELETOR and his forces are flying towards the Castle and where he stands.



ON ADAM - he stands there, alone, defenseless -- without his power sword. A mere teenager. Grayskull looming behind him.

SKEL'S FORCES - flying his way, some of the worst villains on the planet -- EvilSeed, Webstor, Count Marzo, the 3 Giants.

CLOSE ON SKELETOR - he sees Adam. He grins.

CLOSE ON ADAM - looking nervous.

ADAM  
(nervous sotto) Okay, Sorceress --  
any time now...because I'm on my  
own here.

SKELETOR and his MINIONS draw nearer -- they hover, looking down at Adam. Skel smiles derisively.

SKELETOR  
See what remains of the Masters of  
the Universe. That oh-so-fierce  
warrior, Prince Adam.

COUNCIL MEMBERS  
<derisive laughter>

ON ADAM - more worried, and then he hears it...something in the distance <ENGINES> -- coming over the mountains. He looks, then brightens with hope, to see...

ADAM POV - A WINDRAIDER -- some BATTLEHAWKS...some SKY SLEDS...BATTLETANKS and a BASHIN' BEETLE on the land below.

SKELETOR looks -- puzzled at the sight.

ADAM - joyous relief. The cavalry has arrived! (so he thinks)

ADAM  
You're gonna get it now, Skeletor.  
The Masters are here!

ON MASTERS VEHICLES - But as they grow closer, we see who are riding in/on them...The Evil Warriors!

CLOSE ON ADAM - horrified.

ADAM  
No!

ON SKELETOR - hovering -- he throws his head back and laughs.

SKELETOR  
<maniacal laughter>

WIDE ON SCENE - Adam stands alone -- and coming at him from two sides -- Skeletor & his Council of Evil minions and the Evil Warriors.

CLOSE ON ADAM - against these impossible odds, on Adam's utterly hopeless predicament, we....

**FADE OUT.**

**THE END**